

**Exhibit 1**  
**(Redacted)**  
**(Previously Filed Under Seal as Dkt. 545)**

Message

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**From:** Russ Schreiber [RussSchreiber@fico.com]  
**Sent:** 3/7/2016 6:19:07 AM  
**To:** Mike Sawyer [MikeSawyer@ficorp.onmicrosoft.com]; Bill Waid [BillWaid@fico.com]  
**Subject:** RE: FICO Follow Up From Meeting on 03/03/16

Game on ... curious if you'll hear from anyone prior to Bill's call

Russ Schreiber  
m +1.917.214.2614

**From:** Mike Sawyer  
**Sent:** Monday, March 07, 2016 7:18 AM  
**To:** Bill Waid; Russ Schreiber  
**Subject:** FW: FICO Follow Up From Meeting on 03/03/16  
**Importance:** High

Tamra has read the letter.

**Mike Sawyer**  
Client Partner, Insurance & Healthcare

## FICO

Boston, MA

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**From:** Pawloski, Tamra A [<mailto:tpawloski@chubb.com>]  
**Sent:** Monday, March 07, 2016 7:12 AM  
**To:** Mike Sawyer  
**Subject:** Read: FICO Follow Up From Meeting on 03/03/16  
**Importance:** High

Your message

To: Pawloski, Tamra A  
Subject: FICO Follow Up From Meeting on 03/03/16



Sent: Sunday, March 6, 2016 7:24:23 PM (UTC-05:00) Eastern Time (US & Canada)

was read on Monday, March 7, 2016 7:11:17 AM (UTC-05:00) Eastern Time (US & Canada).

Message

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**From:** Mike Sawyer [MikeSawyer@fico.com]  
**Sent:** 3/6/2016 6:24:23 PM  
**To:** Pawloski, Tamra A [tpawloski@chubb.com]  
**CC:** Russ Schreiber [RussSchreiber@fico.com]; Bill Waid [BillWaid@fico.com]  
**Subject:** FICO Follow Up From Meeting on 03/03/16  
**Attachments:** FICO Blaze Advisor Chubb LTD ELA Letter 03-06-16 Final.pdf  
**Importance:** High

Tamra –

Per your meeting with Bill Waid this past Thursday, please find the attached letter that includes additional information related to Option 1: Convert Legacy License to Chubb LTD included in FICO's proposal on March 2, 2016. Bill Waid will be available to answer any questions you have on the attached during your scheduled call tomorrow (Monday) morning.

Best regards,

**Mike Sawyer**

Client Partner, Insurance & Healthcare

**FICO**

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# Redacted

**From:** "Harlam, William" <[Bill.Harlam@chubb.com](mailto:Bill.Harlam@chubb.com)>

**Date:** March 27, 2016 at 12:04:31 PM AST

**To:** Bill Waid <[BillWaid@fico.com](mailto:BillWaid@fico.com)>

**Subject:** RE: FICO

Bill,

Thank you for the follow-up. I am available from 12 to 2pm. Please let me know if any time in this opening works for your schedule.

Thanks

Bill

**William M. Harlam**

Vice President of Global IT Vendor Services Organization

510 Walnut Street, Philadelphia, PA 19106, USA

O 215 640 2233

M 302-379-0108

E [bill.harlam@chubb.com](mailto:bill.harlam@chubb.com)

ACE and Chubb are now one.

**From:** Bill Waid [<mailto:BillWaid@fico.com>]

**Sent:** Friday, March 25, 2016 5:57 PM

**To:** Harlam, William

**Subject:** Re: FICO

Bill,

I think it is best if you and I speak first thing Monday morning. Please let me know what time and number is best to reach you.

Bill

On Mar 25, 2016, at 5:05 PM, "Pawloski, Tamra A" <[tpawloski@chubb.com](mailto:tpawloski@chubb.com)> wrote:

Bill,

Thank you for sending over your proposal. We have been working on this internally all week. Please find below Chubb's counter offer that has been approved by our Executives. If this is acceptable to FICO, we have also included the redline to the Amendment. For purposes of time, we are having Chubb individuals simultaneously look at it so the documents( Amendment 3 and Settlement Document) remain subject to their review and further comment.

Chubb's Counter To FICO Proposal		
		US Premium Revenue
Deployment		Price based on US Premium
Development		Price based on US Premium
Multiple Deploy Platforms		Part of the base license.
2 Non US deployment		Amendment 3 Enterprise
SAS to SRL		Not applicable
		Total License Fees
		<b>Discount</b>
		Discounted Price
		Credit for License Fees Paid
		Net License Fees
		<b>Final Net License Fees</b>
		Maintenance percentage
		Total Annual Maintenance Due by Chubb

The total annual maintenance due by Chubb includes current maintenance for both legacy companies. Our edits on the amendment reflect that.

Please note the foregoing proposal is provided as a confidential settlement proposal and protected communication under Rule 408 of the federal Rules of civil procedure in accordance with the non-disclosure agreement; and is not to be construed as a waiver of any rights or remedies.

I am on vacation next week but will remain fully engaged in this negotiation and remain your primary contact.

Thank you,

**CHUBB**

**Tamra Pawloski**



VP of Software Compliance and Optimization, Global Vendor Services Organization

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O 908.903.2054 M 908.307.7480 F 908.903.2008  
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ACE and Chubb are now one.

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<FICO Amendment 3.doc>

<Settlement Document.docx>

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# Redacted

**From:** Russ Schreiber  
**Sent:** Sunday, March 27, 2016 11:29 AM  
**To:** Pawloski, Tamra A (tpawloski@chubb.com)  
**Cc:** Harlam, William; Bill Waid; Mike Sawyer  
**Subject:** Response to Chubb 3/25 "offer"

Tamra,

We are in receipt of your email offer from Friday March 25<sup>th</sup> and this note is to advise you that the offer is not acceptable to FICO. As Bill Waid stated in his prior email, and as directed by FICO's CEO Will Lansing, the proposal FICO shared with you on March 22<sup>nd</sup> represented and remains FICO's best and final offer for a business resolution of this matter. Based on the facts of the current situation, FICO's position is that given the preponderance of evidence for expanded international deployment, a Global ELA is the only option to cure our contract for existing use of Blaze Advisor for Chubb.

We understand that Chubb may not be ready to acquire the FICO Model Translator for SPLM product at this time, and therefore, FICO is willing to offer Chubb an option to purchase a Global ELA for Blaze Advisor for Chubb without the model translator product. However, as Bill Waid previously communicated, the substantial [REDACTED] FICO's CEO authorized for the Global ELA purchase was conditional on inclusion of the Model Translator for SPLM product. After removing the additional discounting tied to a bundled product purchase, the Net License Fees Due would actually be higher than what FICO has currently offered for the Global ELA inclusive of the FICO Model Translator for SPLM product.

Bill Waid has reached out and is hoping to connect with Bill Harlam first thing Monday morning to reiterate and confirm FICO's position and the potential ramifications to Chubb should we not reach a business decision by close of business on March 30, 2016. Given the gravity of the situation we feel compelled to ensure your CIO and executives understand the resolve and next steps FICO is planning to take should a fully executed agreement to the afore mentioned terms not be



concluded by Wed March 30th, 2016. To that end we suggest and feel it best that a call with your CIO be scheduled on Monday to ensure our position has been fully communicated. Given how close we are to the end of the cure period I would also suggest a call between our respective counsels be scheduled immediately.

Sincerely,

Russell Schreiber

FICO

Vice President, Global Insurance and Healthcare

m +1.917.214.2614

[russschreiber@fico.com](mailto:russschreiber@fico.com)

**From:** Mike Sawyer <MikeSawyer@fico.com>  
**Sent:** Wednesday, March 23, 2016 6:30 AM  
**To:** Bill Waid <BillWaid@fico.com>; Pawloski, Tamra A <tpawloski@chubb.com>; Harlam, William <Bill.Harlam@chubb.com>; Mirolyuz, Henry <hmirolyuz@chubb.com>  
**Cc:** Russ Schreiber <RussSchreiber@fico.com>  
**Subject:** RE: FICO Final Position - CEO Discussion  
**Attach:** FICO Pricing Updated 03-22-16.xls

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All –

Per Bill Waid's note below, please find the attached pricing spreadsheet that has been updated to reflect FICO's best and final offer on this matter. Option 1 and Option 2 remain unchanged from what FICO presented on March 17<sup>th</sup> and Option 3 has been updated to reflect the [REDACTED] approved by FICO's CEO.

Please note the foregoing proposal is provided as a confidential settlement proposal and protected communication under Rule 408 of the federal Rules of civil procedure in accordance with the non-disclosure agreement; and is not to be construed as a waiver of any rights or remedies.

Best regards,

Mike Sawyer  
 Client Partner, Insurance & Healthcare

**FICO**  
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**From:** Bill Waid  
**Sent:** Tuesday, March 22, 2016 9:54 PM  
**To:** Pawloski, Tamra A; Harlam, William; Mirolyuz, Henry  
**Cc:** Mike Sawyer; Russ Schreiber  
**Subject:** FICO Final Position - CEO Discussion

Bill & Tamra,

In advance of our discussion tomorrow morning I wanted to follow-up on the last remaining action items from the FICO team.

Earlier today we delivered the output of the Proof of Concept (POC) - conversion of a multi step Chubb SAS Model to FICO Blaze Advisor SRL. This POC was conducted on a Chubb model and executed in seconds resulting in an executable SAS Model that can be deployed and managed as any other Enterprise Blaze Advisor assets within the Chubb Center of Excellence (COE) and associated practices developed over 10+ years of use for critical systems at Chubb. This represents (as with all FICO customers) a significant cost/expense savings that range from \$50,000 to over \$700,000 every time a model must be deployed. Fitting within your current practices and enterprise standard for a 10 –20 model usage scenario this would potentially save Chubb \$1.2-5.0MM are year in expense.

Secondly, I had a conversation with our CEO earlier today and was able to secure a [REDACTED] on the Global Enterprise Blaze Advisor plus Global Enterprise Model Translator (aforementioned SAS to SRL conversion) offer – Mike can send across the detailed calculations for this offer. This represents both the full extent and final offers that will be made by FICO in this

Confidential

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matter. All other offers stand as proposed and I have been instructed to communicate that no additional offers or discounts will be considered by FICO – this is our best and final position.

Furthermore, I have been instructed that all offers proposed and tabled will expire close of business (COB) Wednesday March 30th, 2016 absent a fully executed agreement. I believe that FICO has provided some time ago contract drafts for your review. I suggest that should there be a desire to conclude an agreement this contract review and red-line process begin now.

Russ, Mike, and I will join the call at 8am ET tomorrow to explore and respond to any questions you might have, but I wanted to make sure you had received this feedback prior to our conversation so you could be prepared.

Please note the foregoing proposal is provided as a confidential settlement proposal and protected communication under Rule 408 of the federal Rules of civil procedure in accordance with the non-disclosure agreement; and is not to be construed as a waiver of any rights or remedies.

Until then,  
Bill

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**From:** Pawloski, Tamra A <tpawloski@chubb.com>  
**Sent:** Tuesday, March 15, 2016 12:48 PM  
**To:** Bill Waid <BillWaid@fico.com>  
**Cc:** Harlam, William <Bill.Harlam@chubb.com>  
**Subject:** FICO Software license  
**Attach:** FICO Cost allocation.xls

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Bill,

In advance of our call, we would like to share the attached spreadsheet. We feel it is critical for us to walk through our methodology in order for you to understand how we arrived at our numbers.

Please note that the attached and our conversation today is provided as a confidential settlement proposal and protected communication under Rule 408 of the federal rules of civil procedure in accordance with the non-disclosure agreement; and is not to be construed as a waiver of any rights or remedies.

**CHUBB**

**Tamra Pawloski**

VP of Software Compliance and Optimization, Global Vendor Services Organization

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ACE and Chubb are now one.